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| FORM D   | UNITED STATES   |                  | OMB APPROVAL  |
|--|---|------------------|---|
|  | SECURITIES AND EXCHANGE (   | COMMISSION       | OMB Number: 3235-0076                               |
|  | Washington, DC 2054   | 9 RECEIVED       | Expires: November 30, 2005 Estimated Average burden |
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|  |   | SOCT 3 1 200!    | DEC COL CIVET                                       |
| (ATTAL TOKO BAN TOKA TARI ATAU ATAU ATAU ATAU ATAU                               | NOTICE OF SALE OF SEC   | U <b>RTETIES</b> | Prefix Serial                                       |
| 05068210   | PURSUANT TO REGULAT   | TION D. 209 /69  | DATE RECEIVED                                       |
|  | SECTION 4(6), AND/O   |                  |   |
| J  | JNIFORM LIMITED OFFERING  |                  |   |
| Name of Offering (: check if this is at Limited Partnership Interests            | n amendment and name has changed, and indicate of   | hange.)          |   |
| Filing Under (Check box(es) that apply   | ): : Rule 504: Rule 505 Rule 506  | : Section 4(6) : | ULOE  |
| Type of Filing: New Filing   | Amendment   |                  |   |
| •  | A. BASIC IDENTIFICATION I   | OATA             |   |
| 1. Enter the information requested about   | t the issuer  |                  |   |
| Name of Issuer (: check if this is a Guidance Niche Strategies Fund              | an amendment and name has changed, and indicate   | change.)         |   |
| Address of Executive Offices   | (Number and Street, City, State, Zip Code)  | Telephone No     | umber (Including Area Code)                         |
| P.O. Box 111, 700 Rockland Ros   |   | 302-573-         |   |
| (if different from Executive Offices)  | ns (Number and Street, City, State, Zip Code)   | Telephone N      | umber (Including Area Code)                         |
| Brief Description of Business Investment Fund                                    |   |                  |   |
| Type of Business Organization  |   |                  | ·   |
| : corporation  | limited partnership, already formed   | ed : other (ple  | ase specify):                                       |
| : business trust   | : limited partnership, to be formed   |                  |   |
| Actual or Estimated Date of Incorporati<br>Jurisdiction of Incorporation or Orga | Month  1 0  Inization: (Enter two-letter U.S. Postal Service A  CN for Canada; FN for other foreign j |                  | Actual : Estimated  D E                             |
|  |   | -                | ROCESSED  |
|  |   | C X D            | 10V 0 8 2005  |
|  |   |                  | THOMSON<br>FINANCIAI                                |

| A. BASIC IDENTIFICATION DATA   |
|--|
| <ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> </ul> |
| <ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers;</li> <li>and</li> </ul>   |
| Each general and managing partner of partnership issuers.  |
| Check Box(es) that Apply:  Promoter Beneficial Owner Executive Officer: Director General and/or Managing Partner   |
| Full Name (Last name first, if individual)  Guidance Capital GP, LLC   |
| Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 111, 700 Rockland Road, Rockland, DE 19732   |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director: General and/or Managing Partner Member of the General Partner  |
| Full Name (Last name first, if individual)  Ziv, Brian C.  |
| Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker Drive, Suite 2306, Chicago, IL 60606   |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director: General and/or Managing Partner Member of the General Partner  |
| Full Name (Last name first, if individual) Elliman, D. Trowbridge III  |
| Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 111, 700 Rockland Road, Rockland, DE 19732   |
| Check Box(es) that Apply:  Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Member of the General Partner  |
| Full Name (Last name first, if individual) Rosoff, Jacob   |
| Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker Drive, Suite 2306, Chicago, IL 60606   |
|  |

## A. BASIC IDENTIFICATION DATA- continued Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: • Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; · Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter : Beneficial Owner : Executive Officer : Director : General and/or Managing Partner Member of the General Partner Full Name (Last name first, if individual) Walvoord, Christopher Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker Drive, Suite 2306, Chicago, IL 60606 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director: General and/or Managing Partner Member of the General Partner Full Name (Last name first, if individual) Brick, Barry Business or Residence Address (Number and Street, City, State, Zip Code) P.O. Box 111, 700 Rockland Road, Rockland, DE 19732 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director: General and/or Managing Partner Member of the General Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: $\square$ Promoter $\square$ Beneficial Owner $\square$ Executive Officer $\square$ Director $\square$ : General and/or Managing Partner Member of the General Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

|              |  |   |   | B. 1  | INFORM                                     | ATION ABO                                       | OUT OFFER  | UNG                                     |                                |             |                   |        |
|--------------|--|---|---|---|--|---|--|---|--------------------------------|-------------|-------------------|--------|
| ,            | **   | 1.  |   |   | 11 .                                       |   | ,  | , , , , ,                               |                                |             | Yes               | No     |
| l.           | Has the issu   |   | does the issue:<br>Ilso in Append   |   |  |   |  | is offering?                            |                                |             | •                 |        |
| 2.           | Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?  *Subject to waiver in the sole discretion of the General Partner. |   |   |   |  |   |  |   | \$1,000,000*                   |             |                   |        |
| 3.           |  |   | it joint owner  |   |  |   | ***************************************            | • |                                |             | Yes               | No     |
|              |  |   |   | _   |  | _   |  |   |                                | _           |                   | :      |
| 4.           | commission<br>If a person<br>or states, lis<br>broker or de  | or similar<br>to be listed<br>at the name<br>caler, you m | requested for<br>remuneration<br>is an associate<br>of the broker<br>ay set forth the | for solicita<br>ed person o<br>or dealer. I | ation of pur<br>or agent of<br>If more tha | rchasers in c<br>a broker or c<br>n five (5) pe | onnection wi<br>dealer register<br>rsons to be lis | th sales of se<br>red with the S        | curities in th<br>SEC and/or v | e offering. |                   |        |
| Full 1       | Vame (Last t   | name first, i   | f individual)   |   |  |   |  |   |                                |             |                   |        |
| Busir        | ness or Resid  | lence Addre   | ss (Number a  | nd Street, C                                | City, State,                               | Zip Code)                                       |  |   |                                |             | ***               |        |
| Name         | e of Associat  | ed Broker o   | or Dealer   |   | ·  |   |  |   |                                |             |                   |        |
|              |  |   | d Has Solicite  |   |  |   | <u> </u>   |   |                                |             |                   |        |
| (Che         |  | s" or check<br>[AZ]                                       | individual Sta<br>[AR]  | ates)<br>[CA]                               | [CO]                                       | [CT]  | [DE]   | [DC]                                    | [FL]                           | :A<br>[GA]  | Il States<br>[HI] | [ID]   |
| [IL]         | [IN]   | [IA]  | [KS]  | [KY]  | [LA]                                       | [ME]  | [MD]   | [MA]                                    | [MI]                           | [MN]        | [MS]              | [MO]   |
| [MT]         |  | [NV]  | [NH]  | [NJ]  | [NM]                                       | [NY]  | [NC]   | [ND]                                    | [OH]                           | [OK]        | [OR]              | [PA]   |
| [RI]         |  | [SD]  | [TN]  | [TX]  | [UT]                                       | [VT]  | [VA]   | [WA]                                    | [WV]                           | [WI]        | [WY]              | [PR]   |
|              |  |   | if individual   |   |  |   | [,,,]  |   |                                | [ · · · · ] |                   | (, ,,) |
| ruii .       | Name (Lasi   | name mst,   | , ii individuai   | .)  |  |   |  |   |                                |             |                   |        |
| Busir        | ness or Resid  | lence Addre   | ss (Number a  | nd Street, C                                | City, State,                               | Zip Code)                                       |  |   |                                |             |                   |        |
|              |  |   |   |   |  |   |  |   |                                |             |                   |        |
| Nam          | e of Associa   | ted Broker of   | or Dealer   |   |  |   |  |   |                                |             |                   |        |
|              |  |   | d Has Solicite<br>individual St   |   |  |   |  |   |                                | · A         | II States         |        |
| [AL]         |  | [AZ]  | [AR]  | [CA]  | [CO]                                       | [CT]  | [DE]   | [DC]                                    | [FL]                           | [GA]        | [HI]              | [ID]   |
| [IL]         | [IN]   | [IA]  | [KS]  | [KY]  | [LA]                                       | [ME]  | [MD]   | [MA]                                    | [MI]                           | [MN]        | [MS]              | [MO]   |
| [MT          | ] [NE]   | [NV]  | [NH]  | [NJ]  | [NM]                                       | [NY]  | [NC]   | [ND]                                    | [OH]                           | [OK]        | [OR]              | [PA]   |
| [RI]         | [SC]   | [SD]  | [TN]  | [TX]  | [UT]                                       | [VT]  | [VA]   | [WA]                                    | [WV]                           | [WI]        | [WY]              | [PR]   |
| Full         | Name (Last:  | name first, i   | f individual)   |   |  |   |  |   |                                |             |                   |        |
| Busi         | ness or Resid  | lence Addre   | ess (Number a   | nd Street, (                                | City, State,                               | Zip Code)                                       |  |   |                                |             |                   | _      |
| Nam          | e of Associa   | ted Broker  | or Dealer   |   |  |   |  |   |                                |             | -                 |        |
|              |  |   | d Has Solicite  |   |  |   |  | <u></u>                                 |                                |             |                   |        |
| (Che<br>[AL] |  | es" or check<br>[AZ]                                      | individual St<br>[AR]   | ates)<br>[CA]                               | [CO]                                       | [CT]  | [DE]   | [DC]                                    | [FL]                           | :A<br>[GA]  | Il States [HI]    | [ID]   |
| [IL]         | [IN]   | [IA]  | [KS]  | [KY]  | [LA]                                       | [ME]  | [MD]   | [MA]                                    | [MI]                           | [MN]        | [MS]              | [MO    |
| [IL]<br>[MT  |  | [NV]  | [NH]  | [N1]  | [NM]                                       | [NY]  | [NC]   | [ND]                                    | [OH]                           | [OK]        | [OR]              | [PA]   |
| _            |  |   | [TN]  | [TX]  | [UT]                                       | [VT]  | [VA]   | [WA]                                    | [WV]                           | [WI]        | [WY]              | [PR]   |
| [RI]         | [SC]   | [SD]  | [11]  | [IV]  | [OI]                                       | [vi]  | [ v As ]   | [ w A.]                                 | [ ** * ]                       | [ 44 1]     | [ 14 1 ]          | [LV]   |

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 0 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Type of Security Offering Price Already Sold Debt..... Equity..... Common Preferred Convertible Securities (including warrants) Partnership Interests.... Unlimited \$88,000,000 Other (Specify \_\_\_\_\_) ..... Total ..... Unlimited \$88,000,000 Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors \$88,000,000 0 Non-Accredited Investors \$0 If this filing is an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505..... Regulation A Rule 504 Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees \$ Printing and Engraving Costs..... \$ Legal Fees \$ Accounting Fees. Sales Commission (specify finders' fees separately) \$ Other Expenses (identify \$ Total ..... \$ 0

| C. OFFERING PRICE, NUM   | BER OF INVESTORS, EXPENSES AND U   | SE OF PROC                               | CEEDS                    |
|--|--|--|--------------------------|
|  | e offering price given in response to Part C-<br>in response to Part C - Question 4.a. This<br>to the issuer."   |  | \$88,000,000             |
| <ol> <li>Indicate below the amount of the adjusted gros<br/>be used for each of the purposes shown. If<br/>furnish an estimate and check the box to the let<br/>listed must equal the adjusted gross proceeds to<br/>Question 4.b above.</li> </ol>  | the amount for any purpose is not known, ft of the estimate. The total of the payments   | Payments to                              |                          |
|  |  | Officers,<br>Directors, ar<br>Affiliates |                          |
| Salaries and fees  |  | : \$                                     | _ : \$                   |
| Purchase of real estate  |  | : \$                                     | _ : \$                   |
| Purchase, rental or leasing and installation of machin   | ery and equipment  | : \$                                     | : \$                     |
| Construction or leasing of plant buildings and facility  | ies  | : \$                                     | _ : \$                   |
| Acquisition of other businesses (including the value may be used in exchange for the assets or securities of the assets of the asset of |  | : \$                                     | _ :                      |
| Repayment of indebtedness  |  | : \$                                     | _ : \$                   |
| Working capital  |  | : \$                                     | . \$                     |
| Other (specify): Investment and reinvestment   |  | : \$                                     | \$88,000,000             |
|  |  | : \$                                     | _ : \$                   |
| Column Totals  |  | : \$0                                    | : \$88,000,000           |
| Total Payments Listed (column totals added)  |  | : \$                                     | 000,000,88               |
|  | D. FEDERAL SIGNATURE   |  |                          |
| The issuer has duly caused this notice to be signed following signature constitutes an undertaking by request of its staff, the information furnished by the   | d by the undersigned duly authorized person. I<br>the issuer to furnish to the U.S. Securities and<br>the issuer to any non-accredited investor pursua | Exchange Cor                             | nmission, upon written   |
| Issuer (Print or Type)  Guidance Niche Strategies Fund, L.P.   | Signature  |  | Date<br>October 19, 2005 |
| Name of Signer (Print or Type) Barry Brick   | Title of Signer (Print or Type)  Member of the General Partner   |  | .,,                      |